

RECORDATION NO. 20854-C, D
FILED

NOV 25 '97

12-05 PM

ALVORD AND ALVORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

NOV 25 12 04 PM '97

November 25, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 1 to the Memorandum of Lease and an Amendment No. 1 to the Memorandum of Assignment, both dated as of November 25, 1997, both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Memorandum of Lease and Assignment previously filed with the Board under Recordation Numbers 20854-A and 20854-B.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Lessee/Assignor: JAIX Leasing Company
980 North Michigan Avenue
Suite 1000
Chicago, Illinois 60611

A description of the railroad equipment covered by the enclosed documents is:

~~NS~~ 300100 through ~~NS~~ 300299

Counter parts -

Mr. Vernon A. Williams
November 25, 1997
Page 2

Also enclosed is a check in the amount of \$48.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

NOV 25 '97

12-05 PM

**AMENDMENT NO. 1 TO THE MEMORANDUM OF
ASSIGNMENT AGREEMENT RESPECTING THAT CERTAIN SUBLEASE
ASSIGNMENT BETWEEN THE CIT GROUP/EQUIPMENT FINANCING, INC. AND
JAIX LEASING COMPANY**

THIS AMENDMENT NO. 1 ("Amendment") modifies and amends the Memorandum of Assignment Agreement dated September 30, 1997 (the "Memorandum of Assignment Agreement") respecting that certain Sublease Assignment dated as of June 10, 1997 (the "Sublease Assignment") and Sublease Assignment Supplement No. 3 dated as of September 30, 1997 between The CIT Group/Equipment Financing, Inc. ("Lessor"), a New York corporation, and JAIX Leasing Company, a Delaware corporation ("Lessee").

WHEREAS, Lessor and Lessee desire to amend the Memorandum of Assignment Agreement as hereinafter provided.

NOW, THEREFORE, in consideration of the foregoing, the mutual agreements, terms and conditions herein contained and other good and valuable consideration the receipt and sufficiency of which are herein acknowledged, the parties agree as follows:

1. The description of the Car Marks and Numbers in the Memorandum of Assignment Agreement is hereby deleted in its entirety and the following is inserted in lieu thereof:

CAR MARKS AND NUMBERS: NS300100 - NS300299
(inclusive)

2. This Amendment shall be effective on and as of September 30, 1997.

3. Except as otherwise expressly provided herein, the Memorandum of Assignment Agreement shall continue in full force and effect and all references to the Memorandum of Assignment Agreement shall mean the Memorandum of Assignment Agreement as amended hereby.

4. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, each of the parties hereto have caused this Amendment to be duly executed by their duly authorized officers as of the 25 day of November, 1997.

LESSOR:

LESSEE:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

JAIX LEASING COMPANY

By: Nancy N. Coblaro
Name: Nancy N. Coblaro
Title: Vice President

By: _____
Name: _____
Title: _____

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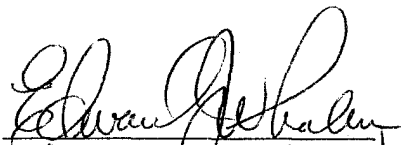
LESSOR:

THE CIT GROUP/EQUIPMENT
FINANCING, INC.

By: _____
Name: _____
Title: _____

LESSEE:

JAIX LEASING COMPANY

By: 
Name: EDWARD J. WHALEN
Title: PRESIDENT

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Amendment No. 1 to the Memorandum of Assignment Agreement" dated September 30, 1997, between The CIT Group/Equipment Financing, Inc. and JAIX Leasing Company is a true and complete copy of the original thereof.

Certified this 25th day of November, 1997.



NOTARY PUBLIC

My commission expires: 3-31-2000